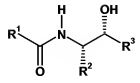
Amendments to the Claims

We Claim:

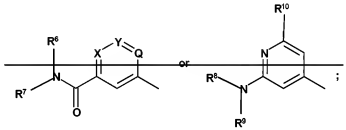
1. (Currently amended) A compound of Formula I:



I

where:

R^1 is ~~$(C_2$-C_7-cycloalkyl)$_{0-1}(C_1$-C_6 alkyl), $(C_3$-C_7-cycloalkyl)$_{0-1}(C_2$-C_6-alkenyl), $(C_3$-C_7-cycloalkyl)$_{0-1}(C_3$-C_6-alkynyl) or C_3-C_7-cycloalkyl, each optionally substituted with up to three groups independently selected from halo, hydroxy, thiol, cyano, trifluoromethyl, trifluoromethoxy, C_1-C_7-alkoxy, C_3-C_7-cycloalkoxy, oxo, and NR^4R^5, biphenyl optionally~~

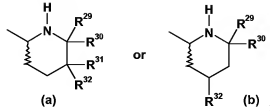


~~substituted with halo, hydrogen,~~

R^2 is ~~C_1-C_3-alkyl,~~ benzyl optionally monosubstituted in the phenyl ring with a substituent selected from the group consisting of halo, ~~C_1-C_6-alkoxy optionally substituted in the alkyl chain with C_3-C_7-cycloalkyl, and C_1-C_6-alkylthio optionally substituted in the alkyl chain with C_3-C_7 cycloalkyl,~~ or benzyl optionally disubstituted in the phenyl ring with a first substituent independently selected from halo and a second substituent independently selected from halo, ~~C_1-C_6-alkoxy optionally substituted in the alkyl chain with C_3-C_7-cycloalkyl, and C_1-C_6-alkylthio optionally substituted in the alkyl chain with C_3-C_7-cycloalkyl;~~

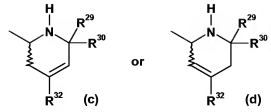
R^3 is:

i) a piperidin-2-yl moiety of formula:



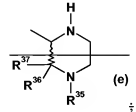
(a) or (b) ;

ii) a tetrahydropyridin-2-yl moiety of formula:



;

iii) a piperazin-2-yl moiety of formula:



;

iv) homopiperidin-2-yl;

v) 1,2,3,4-tetrahydroisoquinolin-3-yl optionally substituted with one or two substituents selected from halo, C_1-C_6-alkyl, and C_1-C_6-alkoxy;

vi) 2-azabicyclo[2.2.2]oct-(5Z)ene-3-yl;

vii) 2-azabicyclo[2.2.1]hept-3-yl optionally substituted with C_1-C_{10}-alkyl optionally substituted with C_1-C_4-alkoxy; or

viii) 2-azabicyclo[2.2.2]oct-3-yl optionally substituted with oxo, or optionally substituted with one or two substituents independently selected from hydroxy, fluoro, and C_1-C_6-alkyl;

X is CH, N, or N^+-O^-;

Y is CR^{11}, N, or N^+-O^-;

Q is CR^{12}, N, or N^+-O^-;

R^4 is hydrogen, C_1-C_6-alkyl optionally substituted up to three times with fluoro, or phenyl;

R^5 is hydrogen, C_1-C_6-alkyl optionally substituted up to three times with fluoro, phenyl, -C(O)(C_1-C_6-alkyl optionally substituted up to three times with fluoro), or -SO_2(C_1-C_6-alkyl optionally substituted up to three times with fluoro);

R^6 and R^7 are independently selected from the group consisting of methyl, ethyl, and propyl;

R^8 is hydrogen or C_1-C_6-alkyl;

R^9 is C_3-C_5-cycloalkyl, sec-butyl, or $-CH_2R^{13}$;

R^{10} is $-CF_2R^{14}$, $-OR^{15}$, $-CH_2C(O)CH_3$, $-S(O)_1R^{16}$, $-NR^{17}SO_2R^{18}$, (C_1-C_3-alkoxy)-carbonyl, phenyl optionally substituted with halo, 1,3-dioxolan-2-yl, 1,3-dioxan-2-yl, 1,1-dioxo-2,3,4,5-tetrahydroisothiazol-2-yl, or tetrazol-5-yl optionally substituted with C_1-C_3-alkyl;

~~R^{11} is hydrogen, chloro, isobutyl, CH_2R^{19}, CF_2R^{20}, 1,1,1-trifluoro-2-hydroxyeth-2-yl, C_2-C_4 alkenyl optionally substituted with one or two fluorine atoms, OR^{21}, $C(O)R^{22}$, N(methyl)(methylsulfonyl), N(methyl)(acetyl), pyrrolidin-2-on-1-yl, methylsulfonyl, N,N-dimethylaminosulfonyl, phenyl optionally substituted with one or two substituents selected from the group consisting of hydroxymethyl, methoxy, fluoro, and methylsulfonyl, 1,3-dioxolan-2-yl, 1,3-dithiolan-2-yl, 1,3-oxathiolan-2-yl, 1,3-dioxan-2-yl, 1,3-dithian-2-yl, pyridinyl, thiazolyl, oxazolyl, or 1,2,4-oxadiazolyl optionally substituted with methyl;~~

~~R^{12} is hydrogen or fluoro;~~

~~R^{13} is ethynyl or cyclopropyl;~~

~~R^{14} is hydrogen or methyl;~~

~~R^{15} is difluoromethyl or methanesulfonyl;~~

~~R^{16} is C_1-C_4 alkyl, C_3-C_6 cycloalkyl, phenyl, or $NR^{25}R^{26}$;~~

~~R^{17} is hydrogen, C_1-C_3 alkyl optionally substituted with up to 3 fluorine atoms, or C_3-C_6 cycloalkyl;~~

~~R^{18} is C_1-C_2 alkyl or C_3-C_6 cycloalkyl;~~

~~R^{19} is fluoro, hydroxy, or C_1-C_2 alkoxy;~~

~~R^{20} is hydrogen, phenyl, or furyl;~~

~~R^{21} is C_1-C_2 alkyl optionally substituted with one or two fluorine atoms;~~

~~R^{22} is C_1-C_2 alkyl, C_3-C_5 cycloalkyl, C_2-C_3 alkenyl, C_1-C_2 alkoxy, $NR^{23}R^{24}$, pyrrolidin-1-yl optionally substituted with methyl or one or two fluorine atoms, piperidin-1-yl, phenyl, pyridinyl, or furyl;~~

~~R^{23} is hydrogen or methyl;~~

~~R^{24} is methyl, ethyl, or propyl;~~

~~R^{25} is hydrogen or methyl;~~

~~R^{26} is methyl; or~~

~~R^{25} and R^{26} taken together with the nitrogen atom to which they are attached form a pyrrolidine or piperidine ring;~~

R^{29} is hydrogen or C_1-C_6 alkyl;

R^{30} is hydrogen or C_1-C_6 alkyl;

R^{29} and R^{30} taken together with the carbon to which they are attached form a C_3-C_6 cycloalkyl ring;

R^{31} is hydrogen, C_1-C_6 alkyl, C_3-C_6 cycloalkyl, or phenyl optionally monosubstituted with C_1-C_6 alkyl;

R^{32} is hydrogen, R^{33}, or $-(CH_2)_{0-2}-OR^{33}$;

R^{33} is C_1-C_{10} alkyl optionally substituted with 1-6 fluorine atoms, C_2-C_6 alkenyl, C_2-C_6 alkynyl, or $-(CH_2)_{0-3}-R^{34}$;

R^{34} is C_3-C_7 cycloalkyl or phenyl each optionally substituted with one or two substitutents independently selected from the group consisting of halo, C_1-C_6 alkyl, C_1-C_6 alkoxy, hydroxy, trifluoromethyl, and trifluoromethoxy, thienyl optionally substituted with halo, benzothienyl optionally substituted with halo, or thiazolyl optionally substituted with C_1-C_4 alkyl, or adamantyl;

~~R^{35} is $-(CH_2)_{0-6}-R^{34}$, $-C(O)-(CH_2)_{0-6}-R^{34}$, $-C(O)-(C_1$-C_{10} alkyl), $-C(O)-(C_1$-C_4 alkoxy optionally substituted with phenyl), C_1-C_{10} alkyl optionally substituted with 1-6 fluorine atoms, C_2-C_{10} alkenyl, or C_2-C_{10} alkynyl;~~

~~R^{36} and R^{37} are both hydrogen or, taken together with the carbon atom to which they are attached form a carbonyl group;~~ or a pharmaceutically acceptable salt thereof; ~~provided that: a) no more than one of X, Y, and Q may be N or N^+-O^-; and b) when X is CH, Y is CR^{11}, and Q is CR^{12}, then one of R^{11} and R^{12} is other than hydrogen.~~

2-5. (Canceled)

6. (Currently amended) A pharmaceutical ~~formulation~~ composition comprising a compound of Claim 1, in combination with a pharmaceutically acceptable carrier, diluent, or excipient.

7-8. (Canceled)

9. (Previously presented) A method for the inhibition of A-β peptide comprising administering to a mammal in need of such treatment an effective amount of a compound of Claim 1.
10. (Canceled)
11. (New) A compound of Claim 1 wherein R^1 is methyl.
12. (New) A compound of Claim 1 wherein R^2 is benzyl optionally monosubstituted or disubstituted in the phenyl ring with fluoro.